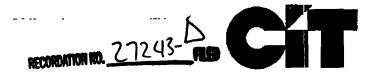
Sean Dougherty AVP, Contracts CIT Rail



July 17, 2009

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Secretary
Surface Transportation Board
Washington, D.C. 20423

BURFACE TRANSPORTATION BOARD

RE: ENGL02002

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of July 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27243.

The names and addresses of the parties to the enclosed document are:

Lessee: BASF Corporation

100 Campus Drive Florham Park, NJ 08932

Lessor: The CIT Group/Equipment Financing, Inc.

30 South Wacker Drive Suite 3000

Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CITX 800598-CITX 800794 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty AVP, Contracts CIT Rail

Enclosures

CTT RAIL 30 South Wacker Drive Suite 3000 Chicago, IL 60606

### MEMORANDUM OF RAILCAR LEASE

MEMORANDUM OF RAILCAR LEASE	
THIS MEMORANDUM OF RAILCAR LEASE dated as of this, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCII al Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, II, 60606 (the "Lessor"), and BASF CORPORATION, a	NG, INC., Chicago, Orporation,
KNOW ALL PERSONS BY THESE PRESENTS THAT:	
WHEREAS, the Lessor and the Lessee entered into that certain Mast Lease (the "Lease") dated as of	ng certain Icar Lease
WHEREAS, the Parties have entered into an additional Schedule under and wish to show for the public record the existence of the aforesaid Sche respective interests therein of the Parties and a description of the equipa "Equipment") as set forth in Schedule A hereto, and accordingly the Parties ha this Memorandum to be executed by their respective duly authorized officers, date first above written.	edule, the ment (the ave caused
NOW, THEREFORE, for valuable consideration, the receipt and suffi which are hereby acknowledged by each of the Parties hereto, by this instru- Lessor hereby leases and confirms the lease of the Equipment to the Lessee in a with the terms and conditions of the Lease, and the Lessee confirms and acc terms and conditions, which are incorporated by reference as if fully set forth he	ument the accordance cepts such
I certify that I hold the title set forth below, that this instrument was behalf of the Lessor by authority of its Board of Directors and that I acknowledge execution of the foregoing instrument was the free act and deed of the Lessor. declare under penalty of perjury that the foregoing is true and correct.	ge that the
THE CIT GROUP/EQUIPMENT FINANCING, INC.	
By: Jam John Name: Jeffrey T Lytle Title: Syp Lease.	
I certify that I hold the title set forth below, that this instrument was behalf of the Lessee by authority of its Board of Directors and that I acknowledge execution of the foregoing instrument was the free act and deed of the Lessee. declare under penalty of perjury that the foregoing is true and correct.	ge that the
BASF CORPORATION NEC	CORDATION NO. 27243
By: If Name: II. Keith Sw	
Title: Zeal Frot Soci	0V03'09 -505 PM

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### MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this day of			
KNOW ALL PERSONS BY THESE PRESENTS THAT:			
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of, 2007 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on and given Recordation Number			
WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.			
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.			
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.			
THE CIT GROUP/EQUIPMENT FINANCING, INC.			
By: Syn ) Lyd-			
Title: Syptement of the state o			
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.			
BASF CORPORATION			
By: A. Mariff			
Name: H Kerth Steve Title: Ray Fleet Specific			
manu 1 (LV / ///.V9/5/			

## Schedule A

#### Number of Cars

# Equipment Description

24	3,256 (	C P covered hopper car with gravity gates and round hatches
•	ĊПХ	800508

1	CITX	800598
2	CITX	800599
3	CITX	800616
4	CITX	800817
5	CITX	800618
6	CITX	800619
7	CITX	800731
8	CITX	800732
9	CITX	800733
10	CITX	800734
11	CITX	800735
12	CITX	800738
13	CITX	800739
14	CITX	800740
15	CITX	800741
16	CITX	800742
17	CITX	800776
18	CITX	800777
19	CITX	800778
20	CITX	800779
21	CITX	800780
22	CITX	800792
23	CITX	800793
24	CITX	800794